

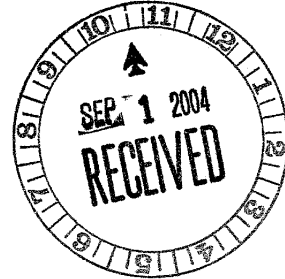


The David J. Joseph Company

August 30, 2004

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0006

RECORDATION NO. 25134-B FILED  
SEP 01 '04 2-36 PM  
SURFACE TRANSPORTATION BOARD



Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Options, Rights of First Refusal and Remarketing Rights dated July 20, 2004, between the following parties:

Assignee: Wells Fargo Equipment Finance, Inc.  
733 Marquette Avenue, Suite 300  
Minneapolis, MN 55402

Assignor: The David J. Joseph Company  
300 Pike Street  
Cincinnati, OH 45202

Please see Schedule 1 attached hereto for the equipment, (70) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Options, Rights of First Refusal and Remarketing Rights dated July 20, 2004 related to seventy (70) railcars bearing reporting marks: JTSX 300225 -300432, sporadic.

Please file this as a secondary document under Recordation Number 25134-B as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 25134 through 25134-A. The filing fee for this document in the amount of \$30.00 is included on the enclosed check No. 562046. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

The David J. Joseph Company

Julie M. Woodard  
Documentation Coordinator

Enclosures

RECORDATION NO.

25134-R

FILED

SEP 01 '04

2:36 PM

**MEMORANDUM OF OPTIONS, RIGHTS OF FIRST REFUSAL AND REMARKETING RIGHTS**

**SURFACE TRANSPORTATION BOARD**

This Memorandum of Options, Rights of First Refusal and Remarketing Rights (the "Memorandum of Rights") is entered into as of the 20<sup>th</sup> day of July, 2004, by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation, ("Seller") and **WELLS FARGO EQUIPMENT FINANCE, INC.**, a Minnesota corporation ("Buyer").

**WITNESSETH:**

WHEREAS, Buyer and Seller are parties to that certain Purchase and Sale Agreement dated as of July 20, 2004 (the "Agreement"), pursuant to which the Buyer purchased Seller's entire right, title and interest in and to the railroad cars identified on Schedule I attached hereto (collectively, the "Cars");

WHEREAS, the Cars are subject to the Lease identified on Schedule I (the "Lease");

WHEREAS, in connection with the transactions contemplated by the Agreement, Buyer granted Seller certain options, rights of first refusal and remarketing rights, which the parties intend will operate as a lien on the Cars;

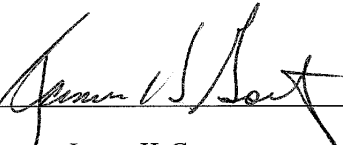
NOW, THEREFORE, in consideration of the premises and mutual covenants and conditions contained herein and in the Agreement, the parties do hereby confirm that the options, rights of first refusal and remarketing rights granted Seller by Buyer pursuant to the Agreement shall operate as a lien on said Cars and said Cars shall not be sold, leased or otherwise transferred by Buyer except in accordance with and subject to the terms and provisions of said options, rights of first refusal and remarketing rights.

Upon expiration or termination of said options, rights of first refusal and remarketing rights referred to herein, Seller and Buyer shall file an instrument with the Surface Transportation Board of the U.S. Department of Transportation terminating said options, rights of first refusal and remarketing rights of record.

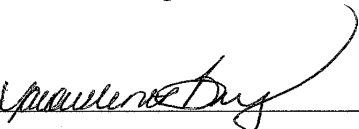
This Memorandum of Rights, being further documentation of the sales, conveyances and transactions contemplated by the Agreement, neither expands upon nor limits the rights and obligations of the parties under the Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Rights to be executed and delivered by their duly authorized representatives as of the date set forth above, but shall be effective as of the Closing Date specified in the Agreement.

**THE DAVID J. JOSEPH COMPANY**

By:   
Name: James. H. Goetz  
Title: Executive Vice President & CFO

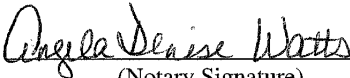
**WELLS FARGO EQUIPMENT FINANCE, INC.**

By:   
Name: Reginald Farragan  
Title: AVP

STATE OF OHIO                    )  
  ) SS:  
COUNTY OF HAMILTON        )

On this 20<sup>th</sup> day of July, 2004, before me the subscriber, Angela Denise Watts, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named James H. Goetz, to me personally known, who stated and acknowledged that he is the Executive Vice President & CFO of The David J. Joseph Company, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 20<sup>th</sup> day of July, 2004.

  
(Notary Signature)

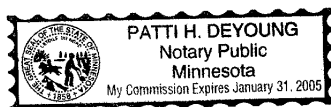
My commission expires:  
\_\_\_\_\_

**ANGELA DENISE WATTS**  
Attorney at Law  
Notary Public, State of Ohio  
My Commission Has No Expiration  
Date Section 147.03 O.R.C.

STATE OF Minnesota )  
COUNTY OF Hennepin ) SS:

On this 23<sup>RD</sup> day of August, 2004, before me the subscriber, Patti H. DeYoung, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Jacqueline P. Barragan, to me personally known, who stated and acknowledged that he/she is the AVP of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his/her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 23<sup>RD</sup> day of August, 2004.



Patti H. DeYoung  
(Notary Signature)

My commission expires:

1/31/2005

**SCHEDULE I**  
**TO**  
**MEMORANDUM OF OPTIONS, RIGHTS OF FIRST REFUSAL AND REMARKETING**  
**RIGHTS**  
**CARS**

Seventy (70), 1993 Trinity built, aluminum open top hopper railcars currently bearing reporting marks:

JTSX	300225
JTSX	300226
JTSX	300228
JTSX	300229
JTSX	300231
JTSX	300232
JTSX	300233
JTSX	300234
JTSX	300236
JTSX	300238
JTSX	300239
JTSX	300240
JTSX	300241
JTSX	300242
JTSX	300244
JTSX	300245
JTSX	300246
JTSX	300247
JTSX	300248
JTSX	300249
JTSX	300251
JTSX	300252
JTSX	300254
JTSX	300255
JTSX	300256
JTSX	300258
JTSX	300259
JTSX	300261
JTSX	300262
JTSX	300263
JTSX	300264
JTSX	300266
JTSX	300267
JTSX	300268
JTSX	300269
JTSX	300272
JTSX	300277
JTSX	300279

JTSX	300284
JTSX	300285
JTSX	300286
JTSX	300288
JTSX	300290
JTSX	300292
JTSX	300295
JTSX	300298
JTSX	300300
JTSX	300301
JTSX	300303
JTSX	300304
JTSX	300305
JTSX	300307
JTSX	300308
JTSX	300310
JTSX	300311
JTSX	300312
JTSX	300313
JTSX	300314
JTSX	300315
JTSX	300316
JTSX	300318
JTSX	300322
JTSX	300323
JTSX	300324
JTSX	300325
JTSX	300326
JTSX	300328
JTSX	300329
JTSX	300330
JTSX	300336
JTSX	300432

**LEASE:** Dated April 5, 2004 between The David J. Joseph Company and Marathon  
Ashland Petroleum, LLC.